

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----x
: In re : Chapter 11
: :
: DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
: :
: Debtors. : (Jointly Administered)
: :
-----x

ORDER PURSUANT TO 11 U.S.C. § 363 AND FED. R BANKR. P.
9019 FOR ORDER APPROVING DEBTORS' COMPROMISE AND
SETTLEMENT WITH SHINWA INTERNATIONAL HOLDINGS, LTD.
f/k/a SHINWA CO., LTD., AND SAMTECH CORPORATION

("SHINWA SETTLEMENT ORDER")

Upon the expedited motion, dated August 10, 2009 (the "Motion"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order approving the Debtors' compromise and settlement (the "Settlement") with Shinwa International Holdings, Ltd. f/k/a Shinwa Co., Ltd., and Samtech Corporation (together, "Shinwa"), which Settlement consists of, inter alia, substantially the following terms in complete and final resolution of certain litigation between the Debtors and Shinwa pending in the District Court for the Southern District of Indiana (the "Lawsuit"):

(a) the Debtors will reactivate Shinwa on the Debtors' global supplier list as an eligible supplier for award of business by the Debtors within fourteen days after the Settlement is executed by both Shinwa and the Debtors;

(b) Shinwa will pay the Debtors \$300,000.00 within fourteen days after the Settlement is executed by both Shinwa and the Debtors;

(c) Shinwa will release and waive any prepetition claims against the Debtors within fourteen days after the Settlement is executed by both Shinwa and the Debtors; and

(d) the Debtors and Shinwa, and each of their successors and assigns will release, relinquish, and discharge any and all claims against each other related to the Lawsuit;

and the Court having held a hearing on the Motion on August 20, 2009 (the "Hearing"); and upon the record of the Hearing; and after due deliberation thereon; and good and sufficient cause appearing therefor;

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

1. This Court has core jurisdiction over these chapter 11 cases and the parties and property affected hereby pursuant to 28 U.S.C. §§157(b) and 1334.

2. Venue of this proceeding and the Motion in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. Notice of the Motion was properly served in accordance with the Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered March 20, 2006 (Docket No. 2883), and was proper and sufficient notice of the Motion for all purposes under the Bankruptcy Code and Bankruptcy Rules.

4. This Court finds that it is within the Debtors' reasonable business judgment to enter the Settlement as provided in the Motion.

5. This Court approves the Settlement pursuant to Bankruptcy Rule 9019(a).

6. The Motion is hereby granted and the Debtors are authorized, but not directed, to enter into the Settlement as provided in the Motion.

Dated: New York, New York
August __, 2009

UNITED STATES BANKRUPTCY JUDGE